HAVERTY MICHAEL R

Form 4

March 02, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

HAVERTY MICHAEL R		Symbol KANSAS CITY SOUTHERN [KSU]					Issuer (Chaele all applicable)				
(Last) (First) (Middle) KANSAS CITY SOUTHERN, PO BOX 219335			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2010					(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO		
(Street) 4. If Amendm Filed(Month/D					_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	emed ion Date, if n/Day/Year)	3. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/01/2010			A	27,336	A	\$0	794,316	D		
Common Stock								66,979	I	Held by spouse	
Common Stock								19,258.515	I	Held by 401(k) and P/S Plan	
Common Stock								29,746.499	I	Held by ESOP	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

ESOP

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. NumborDerivati Securitic Acquire or Dispo (D) (Instr. 3 and 5)	es d (A) osed of	Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 14.34						02/27/2001	02/26/2011	Common Stock	12,3
LSAR (1)	\$ 14.34						<u>(1)</u>	<u>(1)</u>	Common Stock	12,3
Employee Stock Option (Right to Buy) (1)	\$ 13.42						02/06/2002	02/05/2012	Common Stock	13,2
LSAR (1)	\$ 13.42						<u>(1)</u>	<u>(1)</u>	Common Stock	13,2
Employee Stock Option (Right to Buy) (1)	\$ 12.55						01/16/2003	01/15/2013	Common Stock	15,9
LSAR (1)	\$ 12.55						<u>(1)</u>	<u>(1)</u>	Common Stock	15,9
Employee Stock Option (Right to Buy) (1)	\$ 12.55						01/16/2008	01/15/2013	Common Stock	90,0
LSAR (1)	\$ 12.55						<u>(1)</u>	<u>(1)</u>	Common Stock	90,0

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Employee Stock Option (Right to Buy) (1)	\$ 14.6				01/02/2005	01/01/2014	Common Stock	90,0
LSAR (1)	\$ 14.6				<u>(1)</u>	<u>(1)</u>	Common Stock	90,0
Employee Stock Option (Right to Buy) (1)	\$ 14.53				02/09/2004	02/08/2014	Common Stock	13,6
LSAR (1)	\$ 14.53				<u>(1)</u>	<u>(1)</u>	Common Stock	13,6
Employee Stock Option (Right to Buy)	\$ 35.41	03/01/2010	A	49,200	03/01/2013(2)	02/29/2020	Common Stock	49,2

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
HAVERTY MICHAEL R KANSAS CITY SOUTHERN PO BOX 219335 KANSAS CITY, MO 64121-9335	X		Chairman & CEO				

Signatures

Brian P. Banks, Attorney-in-fact 03/02/2010

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) LSARs are granted in tandem with stock options. LSARs become exercisable only following a change-in-control of the Company in lieu of related options and are exercisable only for cash. LSARs terminate when the related options are exercised or terminated.
- Prior to March 1, 2013, this option may become exercisable in 1/3 increments if the daily closing price of Kansas City Southern's common stock on the New York Stock Exchange is greater than or equal to \$38.95, \$42.85, and \$47.14, respectively, for at least 30 consecutive trading days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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